

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (date of earliest event reported)

JANUARY 29, 1997

Halliburton Company  
(Exact name of registrant as specified in its charter)

State or other  
jurisdiction  
of incorporation

Commission  
File Number

IRS Employer  
Identification  
Number

Delaware

1-3492

No. 75-2677995

3600 Lincoln Plaza  
500 North Akard Street  
Dallas, Texas 75201-3391  
(Address of principal executive offices)

Registrant's telephone number,  
including area code - 214/978-2600

Page 1 of 6 Pages  
The Exhibit Index Appears on Page 4

INFORMATION TO BE INCLUDED IN REPORT

Item 5. Other Events

The registrant may, at its option, report under this item any events, with respect to which information is not otherwise called for by this form, that the registrant deems of importance to security holders.

On January 29, 1997, registrant issued a press release entitled Halliburton to Acquire OGC International pertaining, among other things, to an announcement that registrant has offered to purchase all of the outstanding shares of OGC International plc. The offered cash purchase price is 1.193 UK Pounds per share (\$1.94) representing a total purchase price of approximately \$117.9 million if all shares are purchased.

The foregoing summary is subject to the full text of the press release with respect thereto, a copy of which is attached hereto as Exhibit 20, which exhibit is incorporated herein by reference.

Item 7. Financial Statements and Exhibits

List below the financial statements, pro forma financial information and exhibits, if any, filed as part of this report.

(c) Exhibits.

Exhibit 20 - Press release dated January 29, 1997.

Page 2 of 6 Pages  
The Exhibit Index Appears on Page 4

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HALLIBURTON COMPANY

Date: January 29, 1997

By: /s/ Susan S. Keith

-----  
Susan S. Keith  
Vice President, Secretary and  
Corporate Counsel

EXHIBIT INDEX

Exhibit Number	Description	Sequentially Numbered Page
20	Press Release of January 29, 1997 Incorporated by Reference	5 of 6

HALLIBURTON TO ACQUIRE OGC INTERNATIONAL

DALLAS, Texas -- Halliburton Company (NYSE-HAL) announced today that it has offered to purchase all of the outstanding shares of OGC International plc, a UK company traded on the London Stock Exchange. The offered cash purchase price is 1.193 UK Pounds per share (\$1.94) representing a total purchase price of approximately \$117.9 million if all shares are purchased.

OGC's board of directors has recommended that OGC's shareholders accept this offer and holders of approximately 40 percent of OGC's shares have irrevocably agreed to tender their shares at such price to Halliburton Company.

OGC is engaged in providing a variety of engineering, operations and maintenance services, primarily to the North Sea oil and gas production industry. In 1995 OGC had revenues equivalent to \$378.2 million and pre-tax profit equivalent to \$23.1 million. For the six months ended June 30, 1996, the company had revenues equivalent to \$148.1 million and pre-tax profit equivalent to \$4.4 million. At June 30, 1996 OGC had total shareholders' equity equivalent to \$59.9 million.

Page 5 of 6 Pages  
The Exhibit Index Appears on Page 4

Dick Cheney, chairman of the board and chief executive officer of Halliburton Company, said, "OGC is a good strategic fit for Halliburton and strengthens our position as a leading provider of integrated services to the petroleum industry. The acquisition of OGC provides a major opportunity for us to grow OGC's business in the United Kingdom and overseas."

Halliburton Company is one of the world's largest diversified energy services, engineering, maintenance, and construction companies. Founded in 1919, Halliburton provides a broad range of energy services and products, industrial and marine engineering and construction services.

# # #

Page 6 of 6 Pages  
The Exhibit Index Appears on Page 4